

## BY-LAWS

### Article 1. Corporation: Name, Purpose & Definitions

101. The name of the corporation shall be the Wisconsin Chapter of the American Society of Landscape Architects, Incorporated, hereinafter referred to as the "Chapter".
102. The principal place of business of the corporation is the Chapters Registered Agent with the State of Wisconsin Department of Financial institution address. The corporation may have such other places of business as the Board of Directors may from time to time determine.
103. The Wisconsin Chapter of the American Society of Landscape Architects, Inc. is organized and shall be operated exclusively for common business interests within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and its regulations or corresponding provisions of any future United States Internal Revenue Law. To the extent consistent with the above general purposes, the specific purposes of this corporation are to advance knowledge, education and skill in the art and science of landscape architecture as an instrument of service in the public welfare.
104. The American Society of Landscape Architects shall be referred to as the "Society".
105. Terms that are common to both the Chapter and the Society, e.g., president or Executive Committee shall refer to the Chapter unless otherwise specified.
106. Giving due consideration that the Society and other state chapters may use the term Executive Committee in lieu of a Board of Directors, the term Executive Committee and Board of Directors shall be synonymous in these Bylaws and in all documents of the corporation, and Executive Committee shall not be deemed to refer to any other group of persons other than the entire Board of Directors.

### Article 2. Territory, Requirements and Privileges set by the Society

201. The territory of the Chapter as determined by the Board of Trustees of the Society is: the State of Wisconsin. Changes in the established territorial limits of the Chapter or boundary between chapters shall be determined by the Board of Trustees of the Society.
202. The Chapter shall maintain a minimum membership strength of twenty-five (25) Full Members and Associate Members of the Society, of whom at least fifteen (15) shall be Full Members, located within the territory of the Chapter.
203. The official designation of the Chapter shall be the Wisconsin Chapter of the American Society of Landscape Architects. The seal or logo of the Society may be used with the official Chapter designation, or the abbreviated designation, WI ASLA, Wisconsin Chapter, ASLA, for business and professional purposes such as chapter stationery, documents, publications, directories, signs, and websites. The Chapter designation, seal, or logo of the Society shall not be used to indicate that a firm, company, or any other group, organization, or institution is a member of or has any standing in the Society.
204. The Board of Directors may issue public statements in the name of the Chapter on matters of professional interest or concern. However, such Chapter statements shall not be contrary in any way to the public policies of the Society as established by the Board of Trustees of the Society. No public statements shall be issued by the Board of Directors purporting to have the approval of the Society without first obtaining the written consent of the president of the Society, except in the case of a direct quote from an officially adopted and published public policy of the Society.

## Article 3. Membership Requirements

301. Membership in the Chapter shall be consistent with those categories of membership authorized by the Society.
302. Professional membership in the Chapter shall consist of Full Members and Associate Members. Full and Associate Members shall satisfy requirements for membership in accordance with the Bylaws of the Society. The Society shall extend professional membership in the Chapter to persons whose academic training and professional experience meet the requirements for Full Member or Associate Member as established in the Bylaws of the Society. Persons qualifying for professional membership in the Society shall not be eligible for other forms of affiliation with the Chapter.
303. Affiliate Members shall be involved with, or interested in activities associated with the professional practice of landscape architecture.
304. The effective date of membership shall be the date on which Full, Associate, and Affiliate Members are admitted to membership in the Society. On the effective date of membership, the Society will assign Full, Associate, and Affiliate Members to the Chapter roster based on primary mailing address or in accordance with individual preference and circumstance.
305. Full Associate and Affiliate Members may be removed from the Chapter roster by the Society in accordance with the Bylaws and processes established by the Society.
306. Other forms of affiliation with the Chapter shall satisfy requirements for affiliation in accordance with these Bylaws and any applicable Bylaws of the Society.
307. The Chapter may extend corporate sponsorship status in the Chapter to businesses or other organizations within its territory that desire an official affiliation with the Chapter. Chapter corporate sponsorships shall be administered by the Chapter and shall have no standing in the Society.
308. The Chapter may elect Honorary Members from within its territory. Chapter Honorary Members shall be individuals other than landscape architects whose achievements of local or regional significance or influence have performed notable service to the profession of landscape architecture. An affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Directors shall be required for election. Chapter Honorary Members shall have no standing in the Society.
309. Full Members with twenty-five (25) or more years of continuous membership, including periods of limited status, from the effective date of membership may apply for emeritus status upon full retirement. Emeritus status shall be effective on receipt of a written supporting statement by the Chapter president and verification of eligibility by the Society. Emeritus members shall be designated Emeritus Fellow or Emeritus Member and shall be exempt from Society and Chapter dues. Exception to the requirements for emeritus status may be granted by the Board of Directors of the Society.
310. Full Members with fifteen (15) or more years of continuous membership from the effective date of membership and practicing landscape architecture only part-time, i.e., twenty-five (25) hours per week or less, due to permanent disability or partial or total retirement may apply for limited status. Limited status shall be effective on receipt of a written supporting statement by the Chapter president and verification of eligibility by the Society. Full Members granted limited status shall pay Society and Chapter dues at one-half (1/2) the Full Member rate.
311. Full and Associate Members pursuing an additional degree as a full-time student in an accredited college or university may apply for temporary limited status by submitting a written request to the Society. Temporary limited status shall be granted for one (1) membership year upon receipt of a written supporting statement by the Chapter president and verification of eligibility by the Society. Full and Associate Members on temporary limited status shall pay Society and Chapter dues at one-half

(1/2) the Full or Associate Member rate. Temporary limited status may be renewed annually by the Society on receipt of a timely written request and supporting statement by the Chapter president.

312. Fellows shall be selected by the Council of Fellows from nominations submitted by Chapter Board of Directors, the Board of Directors of the Society, or the Board of Directors of the Council of Fellows. The Chapter will be notified in the case of nomination of one of its Full Members by the Board of Directors of the Society or the Board of Directors of the Council of Fellows.
313. The Chapter Board of Directors shall nominate and vote for fellow candidates for the current year. Fellow nominees shall require a 2/3 affirmative vote by the Board of Directors. The chapter president shall notify the nominee(s) to confirm their willingness to accept the Chapter's nomination for fellow status. The Chapter president shall appoint a fellow nominations ad hoc committee. The purpose of the committee will be to prepare the fellows nomination proposal and submit the proposal to the Society.

## Article 4. Membership, Dues

401. Full Members shall have the right to vote in Chapter elections, on amendments to the Articles and Bylaws and on all other matters requiring a vote by the membership. Full Members may hold any office in the Chapter and serve on committees.
402. Associate Members shall have the right to vote in Chapter elections and on other matters requiring a vote by the membership, but shall not vote on amendments to the Bylaws with the exception of the Associate Members currently serving on the Board of Directors Associate Members shall not serve as trustee, president, president-elect, or vice president of the Chapter, but may hold the office of secretary or treasurer or secretary-treasurer, serve in other Board of Directors positions, and serve on committees.
403. Affiliate Members and Chapter Honorary Members shall have no vote and shall hold no office in the Chapter, but may serve on committees and participate in Chapter meetings.
404. Full and Associate Members in good professional standing shall uphold the ASLA Code of Professional Ethics and Bylaws of the Society, and shall not be in arrears in dues or other financial obligation to the Society or the Chapter.
405. Professional membership designations and the seal or logo of the Society may be used by Fellows, Full Members, and Associate Members in accordance with the Bylaws of the Society.
406. Affiliated membership designations may be used by Affiliate Members and Corporate Members in accordance with the Bylaws of the Society.
407. Chapter annual dues for Full, Associate, and Affiliate Members shall be established by the Board of Directors. Proposals by the Board of Directors to change the amount of dues shall be submitted to the membership in writing for a review and comment period of not less than forty-five (45) days. At the close of the review and comment period, the Board of Directors shall vote on the proposal. An affirmative vote by three-fourths (3/4) of the entire voting membership of the Board of Directors shall be required for adoption.
408. National and Chapter dues for Full, Associate, and Affiliate Members shall be payable annually on the last day of the month preceding the effective date of membership and shall be remitted to the Society. Chapter dues collected by the Society will be rebated to the Chapter.
409. Payment of Society and Chapter dues for the first year of membership shall accompany all membership applications.

410. Full, Associate, and Affiliate Members failing to pay Society and Chapter dues within sixty (60) days of their annual membership renewal date shall be deemed delinquent. The Society shall provide members with written notice of this delinquency and the impending loss of all privileges of membership. If the dues are not paid within a grace period of thirty (30) days, members shall be dropped from the rolls of the Society and the Chapter and lose all privileges of membership.
411. Special assessments may be levied by the Board of Directors. Proposals by the Board of Directors to collect special assessments shall be submitted to the membership in writing for a review and comment period of not less than forty-five (45) days. At the close of the review and comment period, the Board of Directors shall vote on the proposal. An affirmative vote by three-fourths (3/4) of the entire voting membership of the Board of Directors shall be required for adoption.
412. In cases of hardship, disability, or other special consideration, a waiver of dues for one (1) membership year may be granted by the Society upon receipt of a written request and supporting statement by the Chapter president. Dues waivers may be renewed annually by the Society on timely receipt of a written request and supporting statement by the Chapter president.
413. The Chapter shall meet annually at a time and place determined by the Board of Directors.
414. Special meetings of the Chapter may be called by the president with the approval of the Board of Directors.
415. Special meetings of the Chapter shall be called by the president on receipt of a petition signed by twenty (20) percent of the Full and Associate Members of the Chapter.
416. A quorum at annual or special meetings of the Chapter shall be twenty (20) percent of the Full and Associate Members of the Chapter; but no vote at any meeting of the Chapter shall have any force beyond expressing the collective judgment of those present until such vote is approved by the Board of Directors and, if required by the by, the Full Members of the Chapter. Chapter members must be present to vote, there shall be no proxy voting.

## Article 5. Governance

501. The Chapter shall be administered by a Board of Directors comprised of the officers and three additional at-large members—of whom at least one may be an Associate Member. The Board of Directors shall also include student chapter presidents and such other nonvoting members as determined necessary and appropriate by the Board of Directors.
502. The officers shall be the trustee, the president, either a president-elect or an immediate past president, and the secretary and the treasurer. The trustee, president, president-elect and immediate past president shall be Full Members.
503. Administration of the Chapter is vested in the Board of Directors. In addition to powers granted by statute, the Board of Directors shall have the power to solicit, prepare, and submit nominations for Fellow as appropriate; elect Chapter Honorary Members; issue public statements in the name of the Chapter; establish annual dues; levy special assessments; petition the Society to charter student chapters, support student chapter activities, and recommend student chapter charter revocation; break ties in annual and special elections; designate and relive an president elect, acting president, or past president, and perform such other functions as are customary for the Board of Directors of a chapter, or as may be assigned or delegated by the Full Members of the Chapter or the Board of Trustees of the Society.
504. The trustee shall: be informed on Chapter and Society goals and objectives, policies and procedures, programs and services, and activities and events; serve as an officer on the Board of Directors of the

Chapter and serve as the Chapter representative on the Board of Trustees of the Society; facilitate the conduct of the business of the Society by bringing the Chapter perspective to the Board of Trustees and the national perspective to the Board of Directors and members of the Chapter; facilitate the conduct of the business of the Board of Trustees by serving on standing councils or committees, special study groups or task forces, or as a representative or delegate of the Society; and perform such other duties as are customary for the office of chapter trustee or as may be assigned or delegated by the Board of Trustees of the Society and the Board of Directors of the Chapter.

505. The president shall: set the time, place, and agenda for meetings of the Board of Directors; call special meetings of the Chapter; preside at meetings of the Chapter and the Board of Directors; represent and act for the Chapter as directed by the Board of Directors and consistent with the policies of the Society as established by the Board of Trustees; in consultation with the Board of Directors, appoint the chairs and members of standing committees, other committees, and any special study groups or task forces; dismiss appointees for failure to act or other cause; serve as a member of the Chapter Presidents Council; oversee the management and administration of Chapter programs and budgets as adopted by the Board of Directors;; appoint interim trustees when vacancies occur during term; provide supporting statements to the Society for Emeritus Status, Limited Status, Temporary Limited Status, and Waiver of Dues applicants; report on the state of the Chapter at the annual meeting of the Chapter; and perform such other duties as are customary for the office of chapter president, or as may be assigned or delegated by the Board of Directors.
506. The president-elect shall: in consultation with the Board of Directors, select for appointment when he or she assumes office as president the chairs and members of standing committees, other committees, and any special study groups or task forces; represent and act for the Chapter as directed by the president and consistent with the policies of the Society as established by the Board of Trustees; serve as acting president when designated by the president or the Board of Directors; and perform such other duties as are customary for the office of chapter president-elect or as may be assigned or delegated by the president.
507. The immediate past president shall: represent and act for the Chapter as directed by the president and consistent with the policies of the Society as established by the Board of Trustees; serve ex officio as a member of the Nominating Committee; serve as acting president when designated by the president or the Board of Directors; and perform such other duties as are customary for the office of chapter immediate past president or as may be assigned or delegated by the president. .
508. The secretary shall: maintain a record of the proceedings of the business meetings of the Chapter and the Board of Directors; prepare and issue notices of the meetings of the Chapter and the Board of Directors; prepare, issue, and receive ballots; administer annual and special elections and notify candidates of election results; serve ex officio as a member of the Bylaws Committee; maintain the Bylaws of the Chapter; certify documents; and perform such other duties as are customary for the office of chapter secretary or as may be assigned or delegated by the president.
509. The treasurer shall: collect all fees, dues, charges, and other funds due the Chapter; be the custodian of all Chapter funds and disburse such funds only as authorized by the Board of Directors; keep the accounts of the Chapter that shall be open at all times to inspection by the Board of Directors; present reports on the financial condition of the Chapter at regular Board of Directors meetings, and year-end financial statements to the Board of Directors; and perform such other duties as are customary for the office of chapter treasurer or as may be assigned or delegated by the president.
510. The at-large members shall: represent the concerns of the membership, membership recruitment and attend monthly Board of Directors meetings, and perform such other duties as are customary for the position of at-large member or as may be assigned or delegated by the Board of Directors of the Chapter.
511. The trustee shall be a Full Member elected for a term of three (3) years. The trustee shall not serve more than two (2) consecutive terms. A president shall be elected every two (2) years and shall serve

a four (4) year term as follows: one year as president elect, two years as president, and one year as immediate past president. The president shall be a Full Member and shall serve not more than two (2) consecutive four (4) year terms in said three stage office. The secretary, treasurer and at-large member shall be Full or Associate Members elected for a term of two (2) years and may succeed themselves in office. The terms of at-large member shall be staggered.

512. A majority of the Board of Directors and a quorum for the transaction of all business shall be more than one-half (1/2) of the entire voting membership of the Board of Directors except where otherwise specified in these Bylaws.
513. Nonvoting members of the Board of Directors shall include the student chapter presidents, University of Wisconsin-Madison Landscape Architecture Department representative and such other persons as determined necessary and appropriate by the Board of Directors.
514. Incoming officers and other members of the Board of Directors shall assume office at the conclusion of the annual meeting of the Society, or upon taking the oath of office when filling vacancies, and shall hold office until their successors are installed.
515. The Board of Directors shall meet at the time of the annual meeting of the Chapter. Additional meetings of the Executive Committee may be called by the president as frequently as the accumulation of business may demand and at places and times determined by the president.
516. Members unable to attend a meeting of the Board of Directors shall give written proxy for that meeting to another member of the Board of Directors.
517. More than one-half (1/2) of the entire voting membership of the Board of Directors present in person shall constitute a quorum for the transaction of business by the Board of Directors. Proxies shall not be considered in the establishment of a quorum.
518. The Board of Directors shall prepare an annual report for the benefit of the Chapter membership and for the records of the Society that summarizes the events, accomplishments, and challenges of the previous year, and includes a year-end financial statement.
519. Meetings of the Chapter and the Board of Directors, shall be open to Full, Associate, and Affiliate Members of the Chapter. Members of the Board of Directors may invite guests to attend meetings of the Chapter and the Board of Directors.

## Article 6. Elections

601. Chapter annual elections shall be completed and the Society shall be notified of the results at least thirty (30) days prior to the annual meeting of the Society.
602. At least one-hundred-and-fifty (150) days prior to the annual meeting of the Society, the secretary shall issue a call for potential nominees to the Chapter membership. The call for potential nominees shall include a current Board of Directors roster with term inception and expiration dates; the duties of each position for which potential nominees are being sought; and the closing date for submissions.
603. The Nominating Committee shall meet within thirty (30) days after the call for potential nominees is issued to consider the suggestions received and to prepare a slate consisting of at least one (1) nominee for each open position.
604. At least ninety (90) days prior to the annual meeting of the Society, the completed slate, with acceptance received from each nominee, shall be provided to the president. The president shall

present the slate of nominees to the Board of Directors for approval.

605. At least sixty (60) days prior to the annual meeting of the Society, the secretary shall provide election ballots to the Full and Associate Members of the Chapter in good professional standing. Ballots shall contain the names of the nominees and a space for a write-in candidate for each open position; instructions for voting; and the date and time voting will close.
606. The closing date and time for voting shall be no later than thirty (30) days from the date the ballots are provided. Ballots received after the closing date and time for voting shall not be counted. Nominees receiving the highest number of votes for each position shall be elected. If there is a tie in the number of votes cast, the Board of Directors shall elect one of the nominees to the position by a majority vote of the full voting membership of the Board of Directors.
607. During the period of balloting, the secretary shall store the ballots, unopened, in a secure space. As soon as possible, but no less than seven (7) days after the closing date and time for voting, the Tellers Committee shall count the ballots, verify the election, and forward a confidential, written tabulation of the results over the signature of the committee chair to the president and secretary of the Chapter. The results shall be kept confidential until released by the president for publication by the Chapter. All ballots shall be secured until the secretary is directed by the president in writing to destroy the ballots.
608. Vacancies occurring during term in the office of Chapter trustee shall be filled in the next Chapter election. In the interim period, the president may appoint a trustee provided the length of that appointment is no more than one year. Vacancies occurring during term in Board of Directors positions other than that of trustee shall be filled for the balance of the term by a majority vote of the entire voting membership of the Board of Directors.
609. The Society shall be notified when vacancies occur in Chapter offices and when such vacancies are filled.

## Article 7. Funds

701. The Chapter shall establish annual dues for Full, Associate, and Affiliate Members, and collect and disburse such other funds as are necessary for its operations and accomplishing its purpose. The Chapter may also receive and administer gifts and bequests.
702. No funds, property, or other assets of the Chapter shall inure to the benefit of any person.
703. All funds, property, and other assets of the Chapter shall become the funds, property, and assets of the American Society of Landscape Architects, Inc., in the event of disbandment of the Chapter.
704. The Chapter shall have an operating fund and may establish a reserve fund.
705. The operating fund shall be used to finance the day-to-day operations of the Chapter as established in the annual operating budget by the Board of Directors.
706. The purposes of the reserve fund shall be:
  - to sustain operations and member services during a period of economic downturn.
  - to manage the cash-flow requirements of proven fee-for-service activities, e.g., the annual meeting.
  - to fund capital expenditures beyond anticipated annual capital expenses.
  - to meet financial obligations under emergency circumstances, i.e., one-time, episodic, unanticipated situations.
  - to fund development of new, or enhancement of existing programs, products, or services.

Interest earned on the reserve fund shall be credited to the fund. Disbursements shall be restricted to the purposes outlined above and shall require advance approval by an affirmative vote by two-thirds

(2/3) of the entire voting membership of the Board of Directors.

707. Such officers or agents of the Chapter as shall from time to time be designated by the Board of Directors shall have authority to deposit any funds of the Chapter in such banks, brokerage firms, or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Chapter so deposited in any such bank, brokerage firm, or trust company, upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Chapter, and made or signed by such officers or agents; and each bank, brokerage firm or trust company with which funds of the Chapter are so deposited is authorized to accept, honor, cash, and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made, or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank, brokerage firm, or trust company. There shall from time to time be certified to the banks, brokerage firms, or trust companies in which funds of the Chapter are deposited, the signature of the officers or agents of the Chapter so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money shall be signed, as hereinabove provided, all such checks, drafts, and other instruments or orders for the payment of money shall be signed by the treasurer and countersigned by the president of the Chapter.
708. Immediately after the treasurer presents the year-end financial statements to the Board of Directors, the Audit Committee shall audit the accounts of the Chapter or arrange for the audit of the accounts of the Chapter by an independent certified public accountant. The Audit Committee shall report its findings to the Board of Directors within one-hundred-and-twenty (120) days of the close of the fiscal year.
709. The fiscal year of the Chapter shall begin on the first 1<sup>st</sup> day of November and end on the next thirty-first 31<sup>st</sup> day of October.

## Article 8. Committees

801. The Board of Directors shall establish and dissolve the standing committees and other committees necessary for accomplishing the purpose of the Chapter in accordance with the Bylaws of the Chapter.
802. The president of the Chapter shall appoint the chairs and members of standing committees and other committees for specified terms unless otherwise established by the Board of Directors in the Bylaws of the Chapter.
803. The president of the Chapter may create special study groups and task forces as necessary and appropriate and appoint the chairs and the members thereof to serve concurrently with the president making the appointment.
804. Terms of service for the chairs and members of standing committees and other committees created by the Board of Directors shall be a minimum of one (1) year and shall begin and end at the conclusion of the annual meeting of the Chapter.
805. Terms of service for the chairs and members of any special study groups or task forces created by the president shall be concurrent with the term of the president making the appointment.
806. In consultation with the Board of Directors, the president shall appoint the chairs and members of standing committees, other committees, and any special study groups or task forces.
807. In consultation with the Board of Directors, the president-elect or -designate shall select for appointment when he or she assumes office as president the chairs and members of standing

committees, other committees, and any special study groups or task forces.

808. The chairs and members of standing committees and other committees may be reappointed for succeeding terms and shall continue in their duties until replaced by their successors.
809. The chairs and members of special study groups or task forces may be reappointed by succeeding presidents to complete their charge.
810. Appointees may be dismissed by the president at any time for failure to act or other cause.
811. There shall be a Nominating Committee composed of three (3) Full or Associate Members of the Chapter, of whom one may be the president-elect. The Nominating Committee shall prepare a slate of at least one (1) nominee for each chapter office to be filled by election.
812. There shall be a Tellers Committee composed of three (3) Full or Associate Members of the Chapter, of whom one may be an Associate Member. The Tellers Committee shall count and verify election ballots and other confidential ballots of the professional membership and Board of Directors of the Chapter. Confidential, written tabulations of ballot results shall be forwarded over the signature of the committee chair to the president and secretary of the Chapter.
813. There shall be a Bylaws Committee composed of three (3) Full or Associate Members of the Chapter, of whom one may be the secretary. The committee shall prescribe a format for the preparation of sponsored amendments; review proposed amendments for consistency with the Bylaws and assist the sponsor in rectifying any inconsistency; and draft amendments as necessary and appropriate to ensure consistency with the Bylaws of the Society.
814. There shall be an Audit Committee composed of three (3) Full or Associate Members of the Chapter, of whom one shall be a Chapter officer other than the treasurer and two shall be Chapter members other than immediate past or current members of the Board of Directors. The Audit Committee shall perform an annual audit of the Chapter accounts as specified in Section 1105 of the Bylaws and report its findings to the Board of Directors within one-hundred-and-twenty (120) days of the close of the fiscal year.
815. There shall be a Visibility Committee composed of a minimum of (3) Full or Associate Members of the Chapter, of whom one may be the President Elect and two may be either Full or Associate Chapter members. The committee will be responsible for the newsletter, bi-annual directory, news briefs, web site and press releases and coordinate national sponsored activities that relate to visibility of the profession.
816. There shall be a Membership Committee composed of three (3) Full or Associate Members of the Chapter, of whom one may be a Chapter officer. The key function of the Membership Committee is to keep the chapter vibrant and strong by promoting chapter membership. The Committee shall welcome new members, welcome back returning members, send renewal reminders, and send lapsed member follow-ups.

## Article 9. Student Chapters

901. The Chapter shall sponsor student chapters within its territory composed of individuals enrolled in a course of study leading to a first professional degree in landscape architecture at the baccalaureate or higher level, or a certificate program in landscape architecture, that is recognized by the Society.
902. Student chapter presidents shall be ex officio, nonvoting members of the Executive Committee of the Chapter.

## Article 10. Governing Law

1001. The laws of the State of Wisconsin shall apply to the interpretation of these Bylaws and all actions of the Chapter.
1002. The laws of the State of Wisconsin shall prevail when legal requirements may be at variance with the Bylaws of the Society.

## Article 11. Amendments

1101. The Bylaws may be amended by the Board of Directors while in session at a regular, scheduled meeting of the committee.
1102. Proposed amendments may be sponsored by Full or Associate Members of the Chapter. The sponsor shall prepare the proposed amendment in the format prescribed by the Bylaws Committee and secure the endorsement of one or more Full or Associate Members of the Chapter. The sponsor shall forward the proposed amendment to the Bylaws Committee, the president, and the secretary of the Chapter at least thirty (30) days prior to a scheduled meeting of the Board of Directors.
1103. The Bylaws Committee shall review the proposed amendment to ensure consistency with the Bylaws of the Chapter and assist the sponsor in rectifying any inconsistency. The committee shall then endorse and forward the proposed amendment to the sponsor, the president, and the secretary at least twenty (20) days prior to the scheduled meeting of the Board of Directors.
1104. At least ten (10) days prior to the scheduled meeting of the Board of Directors, the Secretary shall post the proposed amendment for review by the committee, and the president shall place the proposed amendment on the action agenda for the meeting.
1105. The Board of Directors shall consider the proposed amendment while in session at the meeting and shall adopt, amend and adopt, reject, or refer the proposed amendment back to the sponsor for further study. Testimony for or against adoption may be presented. An affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Directors shall be required for adoption.
1106. Following approval by the Board of Directors, the proposed amendments to the Bylaws shall be submitted on a ballot to the Full Members of the Chapter. Amendments shall be adopted upon receipt of an affirmative vote by two-thirds (2/3) of the Full Members of the Chapter returning a ballot.
1107. The Bylaws of the Chapter shall be consistent with the Bylaws of the Society. Whenever the Bylaws of the Society are amended, the Bylaws of the Chapter affected by such amendments shall also be amended.

## Article 12. Disbandment

1201. The Chapter may voluntarily disband by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter, voting either by ballot returned to the Chapter secretary or at a meeting called for this purpose not less than thirty (30) days after issuance of the ballot.
1202. The Chapter may be disbanded by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees of the Society for violation of the Bylaws of the Society, failure to elect Chapter officers in a timely manner, failure to maintain minimum membership strength as defined in Section 302 of the Chapter Bylaws, or for other due cause, provided the Chapter is duly notified of the charges against it and given a fair hearing of the charges and a fair opportunity to

respond.

1203. Voluntary disbandment by an affirmative vote by two-thirds (2/3) of the Full and Associate Members assigned to the Chapter shall become effective on the date specified by the Full and Associate Members assigned to the Chapter. Disbandment by an affirmative vote by two-thirds (2/3) of the entire voting membership of the Board of Trustees shall become effective on the date specified by the Board of Trustees.
1204. On the specified effective date, the territorial limits of the adjacent chapter or chapters shall be modified by the Board of Trustees to incorporate the area of the disbanded chapter.